

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE - CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE: (312) 984-3821

T. D. MARION
DIRECTOR-EQUIPMENT FINANCING
AND ASSISTANT TREASURER

REGISTRATION NO. 15263-A

SEP 29 1987 - 11 35 AM

September 28, 1987
INTERSTATE COMMERCE COMMISSION

Honorable Noreta R. McGee
Acting Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2215
Washington, DC 20423

No. 7-272A023
Date SEP 29 1987
Fee \$ 10.00
ICC Washington, D. C.

Dear Ms. McGee:

Submitted herewith for filing and recording under 49 U.S.C.
Section 11303(a) and the regulations promulgated thereunder are
five (5) fully executed documents as follows:

Equipment Trust Agreement Supplement No. 1
dated as of September 24, 1987, a secondary
document supplementing the Equipment Trust
Agreement, Series 45, dated as of June 1, 1987.

Parties to this transaction are as follows:

Trailer Train Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Mercantile-Safe Deposit
and Trust Co. (Trustee)
Two Hopkins Plaza
Baltimore, Maryland 21203

The general description of the equipment is as follows:

Type	AAR Mechanical Designation	No. of Units	Marked*	Numbered	Contract
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See attached Schedule I.

- * All units will have marked on each side the following legend,
"Ownership Subject to a Security Agreement Filed with the
Interstate Commerce Commission".

*Hand this
will be
15263-A
Counterparty
J. H. Harrison*

ICC OFFICE OF
THE SECRETARY
SEP 29 11 30 AM '87
MOTOR OPERATING UNIT

Honorable Noreta R. McGee
September 28, 1987
Page Two

Enclosed is our check in the amount of \$10.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

- (1) Equipment Trust Agreement, Series 45, dated June 1, 1987, recorded on July 16, 1987, at 2:45 p.m., recordation number 15263.

A short summary of the Equipment Trust Agreement Supplement No. 1 to appear in the Index is as follows:

"Supplement No. 1 to the Equipment Trust Agreement, Series 45, dated September 24, 1987, amending the List of Equipment."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts to the bearer.

Very truly yours,



Thomas D. Marion
Director - Equipment Financing
and Assistant Treasurer

TDM:k kb

Enclosures

TRAILER TRAIN COMPANY
SCHEDULE I TO EQUIPMENT TRUST SERIES 45
DATED AS OF JUNE 1, 1987

BUILDER/ CAR TYPE	CONTRACT NO.	QUANTITY	CAR NUMBERS (INCLUSIVE)	ESTIMATED MONTH OF DELIVERY
THRALL CAR MANUFACTURING CO.:				
FIVE UNIT ARTICULATED DOUBLE STACK CONTAINER WELL CARS EQUIPPED WITH INTERBOX CONNECTORS - DTTX	T-4086-T T-6086-T T-6086-T T-5087-T T-6086-T T-6086-T	4 107 39 20 3	62464-62467 62468-62542 62576-62607 62608-62626 62631-62650 62546-62565 62543-62545	JUNE JAN.-MARCH SEPT. AUGUST SEPT. - OCT. AUG.-SEPT. APRIL
GUNDERSON, INC.:				
FIVE UNIT ARTICULATED BULKHEAD DOUBLE STACK CONTAINER WELL CARS - DTTX	T-4086-F T-1087-F T-1087-F T-1087-F	20 25 10 10	63266-63285 63286-63300 63321-63330 63301-63310 63311-63320	JAN. FEB. JUNE APRIL MAY
TRINITY INDUSTRIES, INC.:				
FIVE UNIT ARTICULATED SINGLE LEVEL CONTAINER FLAT CARS - NTTX	T-4086-P	60	66000-66059	MARCH-JUNE
FIVE UNIT ARTICULATED DOUBLE STACK CONTAINER WELL CARS EQUIPPED WITH INTERBOX CONNECTORS - DTTX	T-6086-P T-6A86-P T-5087-P	12 4 7	64005-64020 64017-64020 64021-64027	MAY-JUNE JUNE-JULY AUG. - SEPT.
BETHLEHEM STEEL CORP.:				
FIVE UNIT ARTICULATED SINGLE LEVEL CONTAINER FLAT CARS - NTTX	T-6086-B T-5087-B	20 21	67000-67019 67020-67040	AUG. - SEPT. SEPT.

362
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Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Thomas D. Marion
101 North Wacker Drive
Chicago, IL 60606

Dear
Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/29/87 at 11:35AM, and assigned recordation number(s). 15263-A

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

SEP 29 1987 - 11 35 AM

EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 1 dated
as of September 24, 1987, by and between MERCANTILE-SAFE
DEPOSIT AND TRUST COMPANY, a Maryland banking corporation,
as Trustee (the "Trustee") and TRAILER TRAIN COMPANY, a
Delaware corporation (the "Company").

WHEREAS the parties hereto have entered into an Equipment Trust Agreement dated as of June 1, 1987 (the "Trust Agreement") providing for the sale, transfer and delivery to the Trustee of certain railroad equipment described in Schedule I thereto;

WHEREAS the Trust Agreement has been filed and recorded with the Interstate Commerce Commission pursuant to the requirements of 49 U.S.C. §11303 on July 16, 1987 at 2:45 PM and assigned recordation number 15263;

WHEREAS Section 5.03 of the Trust Agreement provides that in the event the Company shall, as provided in Section 4.01 or the Trust Agreement, cause to be transferred to the Trustee other Equipment (as defined therein) in addition to or substitution for any of the Equipment therein specifically described, such other Equipment shall be included as part of the Trust Equipment (as defined therein) by supplement thereto to be executed by the Trustee and the Company and to be filed with the Interstate Commerce Commission pursuant to the requirements of 49 U.S.C. §11303; and

WHEREAS the parties hereto desire to include certain units of Equipment in Schedule I to the Trust Agreement not previously specifically described therein, to be included in the trust created by the Trust Agreement;

NOW THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto hereby agree as follows:

(1) Schedule I is hereby supplemented and restated in its entirety as set forth in Exhibit I hereto, and

(2) The Company will promptly cause this Supplement No. 1 to be filed and recorded with the Interstate Commerce Commission pursuant to the requirements of 49 U.S.C. §11303.

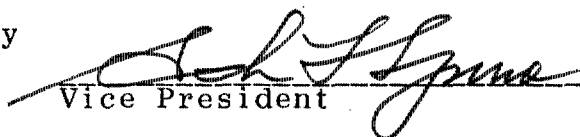
Except as supplemented hereby, the Trust Agreement shall remain unaltered and in full force and effect.

Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Supplement No. 1 may refer to the "Equipment Trust Agreement dated as of June 1, 1987" without making specific reference to this Supplement No. 1, but nevertheless all such references shall be deemed to include this Supplement No. 1 unless the context shall otherwise require.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Trustee

By


Vice President

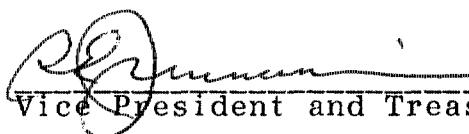
(CORPORATE SEAL)

Attest:


~~Trust Officer~~ CORPORATE TRUST OFFICER

TRAILER TRAIN COMPANY

By


Vice President and Treasurer

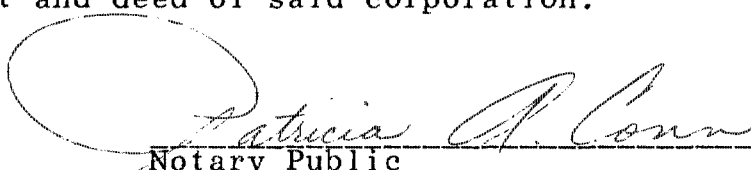
(CORPORATE SEAL)

Attest:


Assistant Secretary

STATE OF MARYLAND)
)
CITY OF BALTIMORE) SS:

On this ^{25th} day of September, 1987, before we personally appeared SANDRA L. SPIRO, to me personally known, who, being by me duly sworn, says that he is a Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.




Notary Public

(NOTARIAL SEAL)

MY COMMISSION EXPIRES JULY 1, 1990

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 24th day of September, 1987, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Vice President and Treasurer of TRAILER TRAIN COMPANY, that one of seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

(NOTARIAL SEAL)

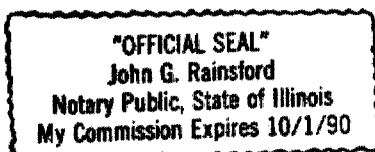


EXHIBIT I

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DATED AS OF JUNE 1, 1987

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362
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